

TARRANT COUNTY, TEXAS

SECOND AMENDMENT TO OIL AND GAS LEASE

09 SEP -3 AM 10:11

(Charles R. Meeker Trust/Aspect Lease)

STATE OF TEXAS

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COUNTY OF TARRANT

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§ KNOW ALL MEN BY THESE PRESENTS THAT:

- (A) Reference is here made for all purposes to that certain Oil and Gas Lease dated May 8, 2007, recorded as Instrument # D207317959 in the Official Records of Tarrant County, Texas, from the undersigned, CHARLES R. MEEKER TRUST U/A (referred to therein and herein as "Lessor"), to Aspect Abundant Shale LP (hereinafter referred to as "Aspect"), as Lessee, as amended by that certain Amendment and Ratification of Oil & Gas Lease dated September 26, 2008, recorded as Instrument # D208462333 of such records, executed by the named Lessor of such lease, which lease, as amended, is hereinafter referred to as the "Lease" and which Lease is effective to cover land located in the Henry Robertson Survey, A-1798, and the Milly Gilbert Survey, A-565, all in Tarrant County, Texas, more particularly described therein, which land is referred to in the Lease and herein as the "leased premises";
- (B) By Assignment and Bill of Sale dated September 4, 2008, recorded as Instrument # D208346713 in the Records of Tarrant County, Texas, Aspect assigned to the undersigned, WILLIAMS PRODUCTION – GULF COAST COMPANY, L.P., a Delaware Limited Liability Company (hereinafter referred to as "Williams"), all of the interests of the Lessee created under the terms and provisions of the Lease, together with other leases not making the subject of this instrument; and
- (C) Lessor and Williams desire to amend the Lease, to the extent and in the manner hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Williams do hereby ALTER, CORRECT, MODIFY, AMEND and CHANGE the Lease as follows:

I.

The description of the leased premises described in and covered by the Lease is hereby deleted and eliminated in its entirety and the following description is inserted in lieu thereof and in complete substitution therefor:

"475.420 acres of land, more or less, out of the Henry Robertson Survey, A-1798, and the Milly Gilbert Survey, A-565, all in Tarrant County, Texas, comprised of the following two (2) described tracts:

"Tract 1: 192.870 acres of land, more or less, out of said Robertson Survey, being the same land described in that certain mineral deed dated September 24, 1940, recorded in Volume 1444, Page 595, Deed Records, Tarrant County, Texas, from C. W. Piper to Bruce Sullivan; and

"Tract 2: 282.550 acres of land, more or less, out of said Gilbert Survey, being part of the 452.4 acres of land, more or less (hereinafter referred to as the '452.4 Acres') described in that certain mineral deed dated October 21, 1940, recorded in Volume 1454, Page 87, Deed Records, Tarrant County, Texas, from Lillian C. Putman and others to Bruce Sullivan, being all of the 452.4 Acres, LESS, SAVE AND EXCEPT, HOWEVER, from the 452.4 Acres, the following two (2) described tracts which serve as proration units for wells drilled, completed and owned by XTO Energy, Inc.:

"a. 107.67 acres of land, more or less, more particularly described by metes and bounds as follows, to-wit:

"BEGINNING at a 3/4" iron rod found at the Northwest corner of the William Smith Survey, A-418, and the most Southerly Southwest corner of said Gilbert Survey;

"THENCE North 00°12'19" East 744.91 feet to a 1" iron rod;

"THENCE North 00°17'02" East 2,021.94 feet to a wood fence corner post;

"THENCE South 89°43' 08" East 198.46 feet;

"THENCE North 24°04'37" West 629.36 feet;

"THENCE South 88°18'39" East 1,034.01 feet;

"THENCE North 47°28'21" East 90.26 feet;

"THENCE South 32°26'52" East 1,302.02 feet;

"THENCE North 89°17'46" East 18.73 feet;

"THENCE South 07°23'59 East 442.95 feet;

"THENCE South 82°36'45" West 283.05 feet;

"THENCE South 64°48'27" West 93.02 feet;

"THENCE South 40°54'46" West 171.37 feet;

"THENCE South 17°13'55" West 94.04 feet;

"THENCE South 00°12'01" East 1,546.61 feet;

"THENCE North 89°37'28" West 1,329.28 feet to the PLACE OF BEGINNING, containing 107.67 acres of land, more or less,

"which land surrounds and serves as the proration unit for the XTO Energy, Inc. - Parr C1H Well; and

"b. 62.18 acres of land, more or less, more particularly described by metes and bounds as follows, to-wit:

"COMMENCING at a 1/4" iron rod found at the Northwest corner of the William Smith Survey, A-418, and the most Southerly Southwest corner of the said Gilbert Survey;

"THENCE South 89°37'28" East 1,329.31 feet along the South line of said Gilbert Survey to the PLACE OF BEGINNING;

"THENCE North 00°12'01" West 1,546.61 feet;

"THENCE North 17°13'55" East 94.04 feet;

"THENCE North 40°54'46" East 171.37 feet;

"THENCE North 64°48'27" East 93.02 feet;

"THENCE North 82°36'45" East 283.05 feet;

"THENCE North 07°23'59" West 442.95 feet;

"THENCE North 89°17'46" East 839.17 feet;

"THENCE South 00°12'11" East 770.42 feet to a 1" iron rod;

"THENCE South 00°11'24" East 1,529.54 feet to a 1/2" iron rod;

"THENCE North 89°37'28" West 1,289.45 feet to the PLACE OF BEGINNING, containing 62.18 acres of land, more or less,

"which land surrounds and serves as the proration unit for the XTO Energy, Inc. - Parr C2H Well,

"LEAVING 282.550 acres of land, more or less."

Except as herein amended, the Lease is hereby RATIFIED, ADOPTED, CONFIRMED and DECLARED to be valid, binding, subsisting and in full force and effect and Lessor does hereby GRANT, LEASE, LET and DEMISE the leased premises to Williams, its successors and assigns, subject to the terms and provisions of the Lease, as amended herein.

The terms and provisions of this instrument shall be binding upon and shall inure to the benefit of Lessor and Williams, their respective successors and assigns.

IN WITNESS WHEREOF, this instrument is executed by the undersigned on the respective dates set opposite their names below, but shall be effective as of June 1, 2009.

BANK OF AMERICA, N.A., TRUSTEE
OF THE CHARLES R. MEEKER TRUST U/A

8/31/09
Date

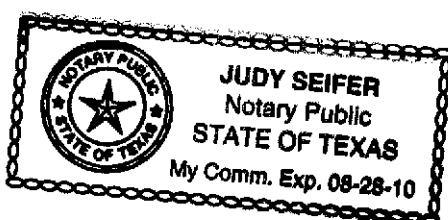
By Justin Long
Janet Cunningham, Vice President
JUSTIN LONG

STATE OF TEXAS §
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COUNTY OF TARRANT §

LONG

This instrument was acknowledged before me on this the 31st day of June, 2009, by Janet Cunningham, as Vice President of BANK OF AMERICA, N.A., TRUSTEE OF THE CHARLES R. MEEKER TRUST U/A, on behalf of said trust.

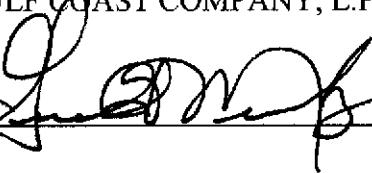
Justin



Judy Seifer
Notary Public in and for the State of Texas

WILLIAMS PRODUCTION –
GULF COAST COMPANY, L.P.

9-2-09
Date

By 

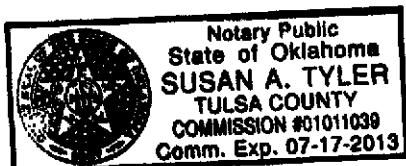
Gerald Meeks, Attorney-in-Fact

[Print/Type Name, Title]



STATE OF OKLAHOMA §
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COUNTY OF TULSA §

This instrument was acknowledged before me on this the 2nd day of ~~June~~ Sept., 2009, by
Gerald Meeks, as Attorney-in-Fact of WILLIAMS
PRODUCTION – GULF COAST COMPANY, L.P., a Delaware Limited Partnership, on behalf
of said partnership.



Susan A. Tyler
Notary Public in and for the State of Oklahoma

AFTER RECORDING, return to:
Thomas Development Corp.
P.O. Box 1866
Burleson, TX 76097



THOMAS DEVELOPMENT CORP
P O BOX 1866

BURLESON TX 76097

Submitter: THOMAS DEVELOPMENT CORP

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 09/03/2009 10:16 AM
Instrument #: D209237054
LSE 6 PGS \$32.00

By: _____



D209237054

**ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.**